

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE METHYL TERTIARY BUTYL ETHER
PRODUCTS LIABILITY LITIGATION
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This document relates to:

City of Dodge City v. Alon USA Energy, Inc., et al.
Case No. 04-CV-02060
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**ORDER OF DISMISSAL WITH
PREJUDICE**

The Plaintiff and those Settling Defendants that are parties in this action as set forth on the attached Exhibit A have advised the Court that they have resolved the matters between them pursuant to the Settlement Agreement¹, and Plaintiff has now moved without opposition for the entry of this agreed upon dismissal of all claims of any kind pending against the Settling

Defendants with prejudice. The Court finds that the motion for dismissal of Settling Defendants with prejudice from this action should be granted and that:

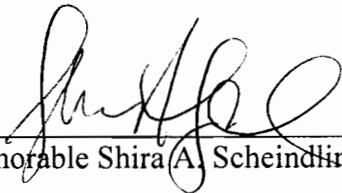
IT IS THEREFORE ORDERED, ADJUDGED AND DECREED as follows:

1. The Plaintiff and Settling Defendants have advised the Court that they have resolved the matters between them pursuant to a Settlement Agreement and a release.
2. Pursuant to the Settlement Agreement, the settling parties consent to the dismissal with prejudice of Settling Defendants only from this action.

¹ The Settlement Agreement dated as of March 12, 2008 ("Settlement Agreement") was filed with this Court on May 7, 2008 in connection with a motion for good faith determination under California and Illinois law in certain other cases. This motion was granted and a judgment entered. *See* Amended Opinion and Order at 2008 WL 2944653 (July 30, 2008). The term "Settling Defendants" used herein is as defined in the Settlement Agreement.

3. No other parties have objected to the dismissal of the above entitled action with prejudice as to the Settling Defendants only.
4. Therefore, this action, including all claims, counterclaims, and cross-claims of any kind, is hereby dismissed with prejudice only as to those Settling Defendants that have been named or have appeared in the above captioned action, including those identified on the attached Exhibit A, with each party to bear its own costs and attorneys' fees.

ENTERED this 17 day of September, 2008:



Honorable Shira A. Scheindlin

EXHIBIT A

The Settling Defendants below are named defendants in the case of *City of Dodge City v. Alon USA Energy, Inc., et al.* Case No. 04-CV-02060 and are listed as they appear in the caption of Plaintiffs' complaint (even if erroneously identified or no longer in existence).

1. Amerada Hess Corporation
2. Ashland, Inc.
3. Atlantic Richfield Company, individually and d/b/a ARCO Products Company (f/k/a ARCO Petroleum Co.), and a/k/a ARCO
4. BP Amoco Chemical Company, individually and f/k/a Amoco Chemical Company
5. BP Products North America, Inc., individually and as successor-by-merger to Amoco Oil Company and BP Exploration and Oil Inc. (successor-by-merger to BP North America, Inc.)
6. ChevronTexaco Corporation, individually and as successor-in-interest to Chevron Corporation and as successor-in-interest to Texaco, Inc.
7. Chevron U.S.A., Inc., individually and f/k/a Gulf Oil Corporation (d/b/a Chevron Products Company, d/b/a Chevron Chemical Company)
8. CITGO Petroleum Corporation
9. CITGO Refining and Chemicals Company, LP
10. Coastal Eagle Point Oil Company
11. Coastal Mobile Refining Company
12. Colorado Refining Company
13. ConocoPhillips Company, individually and as successor-in-interest to Conoco Inc. and Phillips Petroleum Company, and d/b/a Phillips 66 Company
14. El Paso CGP Company, individually and f/k/a The Coastal Corporation
15. El Paso Corporation, individually and f/k/a El Paso Energy Corporation
16. El Paso Merchant Energy-Petroleum Company, individually and f/k/a Coastal Refining and Marketing, Inc. and f/k/a Coastal States Trading, Inc.
17. Equilon Enterprises, LLC, individually and a/k/a Shell Oil Products US
18. FHR/GP, LLC (individually and as a partner of Flint Hills Resources, LP)
19. Flint Hills Resources, LP
20. Lyondell-CITGO Refining, LP
21. Marathon Ashland Petroleum, LLC
22. Marathon Oil Company, individually and f/k/a USX Corporation (f/k/a United States Steel Corporation)
23. Motiva Enterprises, LLC, individually and f/k/a Star Enterprises LLC
24. PDV Midwest Refining, LLC
25. The Premcor Refining Group, Inc., individually and f/k/a Clark Refining
26. Shell Oil Company
27. Shell Oil Products Company
28. Shell Oil Products Company, LLC
29. Shell Petroleum, Inc.
30. Shell Trading (US) Company, individually and f/k/a Equiva Trading Company, and a/k/a STUSCO
31. Sunoco, Inc., individually and f/k/a Sun Oil Company, and f/k/a Sun Company, Inc.

32. Sunoco, Inc. (R&M), individually and f/k/a Sun Refining and Marketing Company and f/k/a Sun Company, Inc. (R&M)
33. Tesoro Refining and Marketing Co., Inc.
34. Texaco, Inc.
35. Texaco Refining and Marketing, Inc. (a/k/a TRMI Holdings)
36. TMR Company (f/k/a Texaco Refining and Marketing Inc., individually and as successor-by-merger to TRME Co. (f/k/a Texaco Refining and Marketing (East) Inc.)
37. Tosco Corporation, individually and a/k/a Tosco Refining Company and a/k/a Tosco Marketing Company
38. TPI Petroleum, Inc.
39. Union Oil Company of California d/b/a Unocal
40. Unocal Corporation, individually and f/k/a Union Oil Company of California
41. Valero Energy Corporation
42. Valero Marketing and Supply Company
43. Valero Refining Company
44. Valero Refining and Marketing Company